

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
(WESTERN DIVISION)**

In re:

WESTERN MASSACHUSETTS
LIFECARE CORPORATION
d/b/a Reeds Landing

Debtor.

Chapter 11

Case No. 09-30737 (HJB)

**ORDER APPROVING DEBTOR'S MOTION FOR
AN ORDER APPROVING THE SALE OF CERTAIN REAL PROPERTY OF
INCONSEQUENTIAL VALUE TO SPRINGFIELD COLLEGE FREE AND
CLEAR OF ALL LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES**

Upon the motion (the "Sale Motion") of Western Massachusetts Lifecare Corporation, the above-captioned debtor and debtor in possession (the "Debtor"), requesting entry of an order (this "Sale Order"),¹ pursuant to sections 105(a) and 363 of the Bankruptcy Code and Rule 6004 of the Bankruptcy Rules, approving the sale of certain real property of inconsequential value to Springfield College (the "College"); and it appearing that the relief requested in the Sale Motion is in the best interest of the Debtor, its estate and its creditors; and upon due deliberation, good and sufficient cause appearing therefor, the Court hereby:

ORDERS, ADJUDGES, AND DECREES THAT:

1. The Sale Motion is Granted and the sale of the Transferred Property to the College is hereby approved.
2. Pursuant to section 363(b) of the Bankruptcy Code, the Debtor is authorized and directed to sell the Transferred Property to the College pursuant to the form of Quitclaim Deed

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Sale Motion.

attached to the Sale Motion. Without limiting the foregoing, the Debtor is hereby authorized and directed to perform under, consummate and implement the Quitclaim Deed, together with all other additional instruments and documents that may be reasonably necessary or desirable to implement the Quitclaim Deed and the transaction contemplated thereby, and to take all further actions, including the execution and delivery of any documents, as may reasonably be requested by the College for the purpose of transferring the Transferred Property to the College.

3. Pursuant to sections 105(a) and 363(f) of the Bankruptcy Code, upon the closing of the sale the Transferred Property shall be transferred to the College free and clear of all Liens. This Sale Order is and shall be effective as a determination that, upon the closing of the sale, all Liens existing on the Transferred Property prior to such date have been unconditionally released from such Transferred Property.

4. The transfer of the Transferred Property (a) shall constitute a legal, valid and effective transfer of such property of the Debtor's estate to the College, and (b) shall vest in the College the Debtor's right, title and interest in the Transferred Property free and clear of all Liens.

5. This Sale Order (a) is and shall be effective as a determination that the conveyance of the Transferred Property has been effected upon the closing thereof and (b) shall be binding upon and govern the acts of all entities including without limitation, all filing agents, filing officers, title agents, title companies, recorders of mortgages, recorders of deeds, registrars of deeds, administrative agencies, governmental departments, secretaries of state, federal, state, and local officials, and all other persons and entities who may be required by operation of law, the duties of their office, or contract, to accept, file, register or otherwise record or release any documents or instruments, or who may be required to report or insure any title or state of title in


or to the Transferred Property. At or prior to the closing of the sale, each person holding a Lien against the Transferred Property is authorized and directed to execute such documents and take all other actions as may be necessary or appropriate to release such Liens.

6. This Sale Order shall be effective and enforceable immediately upon entry, shall not be subject to any stay of enforcement, including any stay provided by Bankruptcy Rules 6004 and 6006, and its provisions shall be self-executing.

7. Each and every federal, state, and local governmental agency or department is hereby directed to accept any and all documents and instruments necessary and appropriate to consummate the transactions contemplated by this Sale Order.

8. This Sale Order constitutes an itemized statement of the property sold, the name of each purchaser and the price received for the property as a whole as required pursuant to Rule 6004(f)(1) of the Bankruptcy Rules.

At Springfield, Massachusetts, in said District, this 13th day of August, 2009.


The Honorable Henry J. Boroff
Chief United States Bankruptcy Judge